

## CORPORATE INFORMATION

### **BOARD OF DIRECTORS**

Shri Raju Gupta	:	Managing Director
Shri Dinesh Khatri	:	Whole Time Director
Shri Karamvir Singh	:	Non-Executive & Independent Director
Shri Rajesh Mangla	:	Non-Executive Director
Shri Bimlesh Kumar Somani	:	Non-Executive Director
Shri Naresh Goel	:	Non-Executive & Independent Director
Shri K. M. Mehta	:	Independent Director
Shri Devendra Singh	:	Independent Director
Shri Sushil Singla	:	Independent Director
Shri Vijay Pal Bhati	:	Independent Director

### **COMPANY SECRETARY**

Ms. Rakhi Mehta

### **AUDITORS**

M/s. Neeraj & Naresh  
Chartered Accountants

### **BANKERS**

Bank of India  
Union Bank of India  
State Bank of Patiala  
Axis Bank

### **REGD. OFFICE**

202, 2nd Floor,  
27 New Delhi House,  
Barakhamba Road,  
Connaught Place, New Delhi - 110001

# CONTENTS

Notice	:	01-12
Directors' Report	:	13-15
Corporate Governance Report	:	16-24
Management Discussion & Analysis Report	:	25-27
Auditors' Report	:	28-31
Annual Accounts	:	32-44

## NOTICE

Notice is hereby given that Fourteenth Annual General Meeting of the members of **SRS Exhibitors and Hoteliers Limited** will be held as scheduled below:-

Day/Date	:	Monday, 14 <sup>th</sup> July, 2008
Time	:	9.30 A. M
Venue	:	“The Crystal” K-4, Pragati Maidan New Delhi - 110001

To transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended 31<sup>st</sup> March, 2008 and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Karamvir Singh, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors and fix their remuneration by passing the following resolution as an Ordinary Resolution with or without modification(s): -

“RESOLVED THAT M/s Neeraj & Naresh Chartered Accountants, the retiring Auditors, be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company for auditing the Accounts of the Company for the year 2008-2009 and the Board of Directors be and is hereby authorized to fix their remuneration.”

### **SPECIAL BUSINESS**

#### **APPOINTMENT OF DIRECTORS**

4. To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution: -

“RESOLVED THAT Sh. Bimlesh Somani, who was appointed as an additional Director of the company by the Board on 15<sup>th</sup> June, 2007 and whose tenure of office expires at the ensuing Annual General Meeting pursuant to Sec.260 of the Companies Act, 1956 and in respect of whom a notice from a member proposing his name for the Directorship of the company has been received along with a deposit of Rs.500 for each notice under the provisions of Sec.257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

5. To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution: -

“RESOLVED THAT Sh. Dinesh Khatri, who was appointed as an additional Director of the company by the Board on 13<sup>th</sup> July, 2007 and whose tenure of office expires at the ensuing Annual General Meeting pursuant to Sec.260 of the Companies Act, 1956 and in respect of whom a notice from a member proposing his name for the Directorship of the company has been received along with a deposit of Rs.500 for each notice under the provisions of Sec.257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company.”

6. To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution: -

“RESOLVED THAT Sh. Naresh Kumar Goel, who was appointed as an additional Director of the company by the Board on 17<sup>th</sup> November, 2007 and whose tenure of office expires at the ensuing Annual General Meeting pursuant to Sec.260 of the Companies Act, 1956 and in respect of whom a notice from a member proposing his name for the Directorship of the company has been received along with a deposit of Rs.500 for each notice under the provisions of Sec.257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

7. To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution: -

“RESOLVED THAT Sh. Rajesh Mangla, who was appointed as an additional Director of the company by the Board on 1<sup>st</sup> December, 2007 and whose tenure of office expires at the ensuing Annual General Meeting pursuant to Sec.260 of the Companies Act, 1956 and in respect of whom a notice from a member proposing his name for the Directorship of the company has been received along with a deposit of Rs.500 for each notice under the provisions of Sec.257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

8. To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution: -

“RESOLVED THAT Sh. Devendra Singh, who was appointed as an additional Director of the company by the Board on 28<sup>th</sup> April, 2008 and whose tenure of office expires at the ensuing Annual General Meeting pursuant to Sec.260 of the Companies Act, 1956 and in respect of whom a notice from a member proposing his name for the Directorship of the company has been received along with a deposit of Rs.500 for each notice under the provisions of Sec.257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

9. To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution: -

“RESOLVED THAT Sh. Kailash Mohan Mehta, who was appointed as an additional Director of the company by the Board on 28<sup>th</sup> April, 2008 and whose tenure of office expires at the ensuing Annual General Meeting pursuant to Sec.260 of the Companies Act, 1956 and in respect of whom a notice from a member proposing his name for the Directorship of the company has been received along with a deposit of Rs.500 for each notice under the provisions of Sec.257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

10. To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution: -

“RESOLVED THAT Sh. Sushil Singla, who was appointed as an additional Director of the company by the Board on 28<sup>th</sup> April, 2008 and whose tenure of office expires at the ensuing Annual General Meeting pursuant to Sec.260 of the Companies Act, 1956 and in respect of whom a notice from a member proposing his name for the Directorship of the company has been received along with a deposit of Rs.500 for each notice under the provisions of Sec.257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

11. To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution: -

“RESOLVED THAT Sh. Vijay Pal Bhati, who was appointed as an additional Director of the company by the Board on 28th April, 2008 and whose tenure of office expires at the ensuing Annual General Meeting pursuant to Sec.260 of the Companies Act, 1956 and in respect of whom a notice from a member proposing his name for the Directorship of the company has been received along with a deposit of Rs.500 for each notice under the provisions of Sec.257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

### **REAPPOINTMENT/REDESIGNATION OF SH. RAJU GUPTA AS MANAGING DIRECTOR**

12. To consider and if thought fit, to pass with or without modifications(s), the following resolution as ordinary resolution: -

“RESOLVED THAT in partial modification of the resolution passed at earlier meeting of the members of the company and in accordance with the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 the consent of the members be and is hereby accorded for redesignation of Sh. Raju Gupta as Managing Director and for the changes in the terms and conditions of his appointment with respect to extension of tenure for a period of two years w. e. f. 1st June, 2008 at a remuneration of Rs.45900/- p.m. as set out in the explanatory statement to this notice.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Sh. Raju Gupta will be paid the salary and perquisites as minimum remuneration not exceeding the limits specified under Section II of Part II of Schedule XIII of the Act by making such compliances as provided in the Schedule.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments and writings as, in its absolute discretion, may be considered necessary, expedient, desirable including power to sub delegate, in order to give effect to the foregoing resolution and to alter or vary the terms and conditions of the said appointment including the remuneration which shall not exceed Rs.5, 00, 000/- P.M.”

### **APPOINTMENT OF SH. DINESH KHATRI AS WHOLE-TIME DIRECTOR & CFO**

13. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: -

“RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 the consent of the members be and is hereby accorded for the appointment of Sh. Dinesh Khatri as Whole-time Director and for his redesignation as Whole-time Director & CFO of the Company for a period of (2) two years with effect from 1<sup>st</sup> June, 2008 at the remuneration of Rs.30299/- p. m. as set out in the explanatory statement to this notice.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Sh. Dinesh Khatri will be paid the salary and perquisites as minimum remuneration not exceeding the limits specified under Section II of Part II of Schedule XIII of the Act by making such compliances as provided in the Schedule.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments and writings as, in its absolute discretion, may be considered necessary, expedient, desirable including power to sub delegate, in order to give effect to the foregoing resolution and to alter or vary the terms and conditions of the said appointment including the remuneration which shall not exceed Rs.2, 00, 000/- p. m.”

**LISTING OF SECURITIES**

14. To consider and if thought fit, to pass with or without modifications, the following resolution as special resolution: -

“RESOLVED THAT the consent of the members be and is hereby accorded for listing of securities of the Company at Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) subject to the compliance of SEBI (Disclosure and Investor Protection) Guidelines, 2000; SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997; listing agreement, compliance of listing requirements of BSE & NSE and other applicable rules, regulations & guidelines and subject to such other approvals, permissions, sanctions etc. as may be necessary and subject to such conditions as may be prescribed by any authority while granting such approval, permissions or sanctions.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to apply to BSE & NSE for listing; to appoint Merchant Bankers/Consultants/Agents and to do all such acts, deeds & to take such actions as they may in their absolute discretion deem necessary, desirable and appropriate to give effect to the above resolution.”

**DELISTING OF SECURITIES**

15. To consider and if thought fit, to pass with or without modifications, the following resolution as special resolution: -

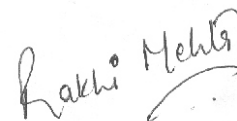
“RESOLVED THAT in terms of SEBI (De-listing of Securities) Guidelines, 2003; the Securities Contract (Regulations) Act, 1956, the rules framed there under and other applicable rules, regulations & guidelines and subject to such other approvals, permissions, sanctions etc. as may be necessary, the consent of the members be and is hereby accorded for voluntary de-listing of securities of the Company from Jaipur Stock Exchange Ltd. (JSE) and Ahmedabad Stock Exchange Ltd. (ASE) where the shares of the company are presently listed as and when the Board of Directors of the Company may deem fit; continuing to be listed on the Delhi Stock Exchange Association Ltd.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to apply to JSE & ASE for de-listing; to appoint Merchant Bankers/Consultants/Agents and to do all such acts, deeds & to take such actions as they may in their absolute discretion deem necessary, desirable and appropriate to give effect to the above resolution.”

By Order of the Board  
For **SRS Exhibitors and Hoteliers Ltd.**

Place:Faridabad

Date: 16<sup>th</sup> June, 2008



(Rakhi Mehta)  
Company Secretary

**NOTES**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll instead of himself and the proxy need not be a member of the Company. A Proxy to be effective must reach at the Registered Office not later than 48 hours before the schedule time of the Meeting.
2. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The relevant Explanatory Statements pursuant to Section 173(2) of the Companies Act, 1956, in respect of Item Nos. 4 - 15 as set out above is appended herein below.
4. Information under Clause 49 of the Listing Agreement regarding appointment/reappointment of Directors in Item Nos. 2, 4 - 13 of the Notice is also annexed hereto separately and forms part of the Notice.
5. Members holding shares in physical mode, in identical order of names in more than one folio are requested to write to Company's RTA at the address mentioned below at No.6 enclosing their share certificates to consolidate their holdings in one folio.
6. Please send your requests for transfer/transmission/consolidation and demat of shares, change of address or any other matter to our Registrar & Transfer Agents at the following address: -  
  
BEETAL FINANCIAL & COMPUTER SERVICES (P) LTD.  
BEETAL HOUSE, 3<sup>rd</sup> Floor,  
99, Madangir, Behind Local Shopping Centre,  
New Delhi - 110062
7. The Register of Members and Share Transfer Books of the Company will be closed from 10<sup>th</sup> July, 2008 to 14<sup>th</sup> July, 2008 (both days inclusive).
8. Members desiring any information/clarification on the accounts are requested to write to the Company atleast 10 days in advance, so as to enable the management to keep the information ready at the Annual General Meeting.
9. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
10. As a measure of economy, copies of the Annual Report will not be distributed at the meeting. Members are requested to bring their copies along with them to the Meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956****Item No. 4**

Sh. Bimlesh Somani was appointed as an additional director of the Company by the Board on 15<sup>th</sup> June, 2007. His tenure of office expires at the ensuing Annual General Meeting pursuant to Section 260 of the Companies Act, 1956. The Board feels that his continuous directorship in the company will be in the interest of the company. A notice from a member has been received by the company along with the deposit of Rs.500/- proposing his name for the Directorship of the Company.

The Proposed Resolution is to be passed as an Ordinary Resolution.

None of the Directors is concerned or interested in the Proposed Resolution except Sh. Bimlesh Somani.

**Item No. 5**

Sh. Dinesh Khatri was appointed as an additional director of the Company by the Board on 13<sup>th</sup> July, 2007. His tenure of office expires at the ensuing Annual General Meeting pursuant to Section 260 of the Companies Act, 1956. The Board feels that his continuous directorship in the company will be in the interest of the company. A notice from a member has been received by the company along with the deposit of Rs.500/- proposing his name for the Directorship of the Company.

The Proposed Resolution is to be passed as an Ordinary Resolution.

None of the Directors is concerned or interested in the Proposed Resolution except Sh. Dinesh Khatri.

**Item No. 6**

Sh. Naresh Kumar Goel was appointed as an additional director of the Company by the Board on 17<sup>th</sup> November, 2007. His tenure of office expires at the ensuing Annual General Meeting pursuant to Section 260 of the Companies Act, 1956. The Board feels that his continuous directorship in the company will be in the interest of the company. A notice from a member has been received by the company along with the deposit of Rs.500/- proposing his name for the Directorship of the Company.

The Proposed Resolution is to be passed as an Ordinary Resolution.

None of the Directors is concerned or interested in the Proposed Resolution except Sh. Naresh Kumar Goel.

**Item No. 7**

Sh. Rajesh Mangla was appointed as an additional director of the Company by the Board on 1<sup>st</sup> December, 2007. His tenure of office expires at the ensuing Annual General Meeting pursuant to Section 260 of the Companies Act, 1956. The Board feels that his continuous directorship in the company will be in the interest of the company. A notice from a member has been received by the company along with the deposit of Rs.500/- proposing his name for the Directorship of the Company.

The Proposed Resolution is to be passed as an Ordinary Resolution.

None of the Directors is concerned or interested in the Proposed Resolution except Sh. Rajesh Mangla.

**Item No. 8**

Sh. Devendra Singh was appointed as an additional director of the Company by the Board on 28<sup>th</sup> April, 2008. His tenure of office expires at the ensuing Annual General Meeting pursuant to Section 260 of the Companies Act, 1956. The Board feels that his continuous directorship in the company will be in the interest of the company. A notice from a member has been received by the company along with the deposit of Rs.500/- proposing his name for the Directorship of the Company.

The Proposed Resolution is to be passed as an Ordinary Resolution.

None of the Directors is concerned or interested in the Proposed Resolution except Sh. Devendra Singh.

**Item No. 9**

Sh. Kailash Mohan Mehta was appointed as an additional director of the Company by the Board on 28<sup>th</sup> April, 2008. His tenure of office expires at the ensuing Annual General Meeting pursuant to Section 260 of the Companies Act, 1956.



The Board feels that his continuous directorship in the company will be in the interest of the company. A notice from a member has been received by the company along with the deposit of Rs.500/- proposing his name for the Directorship of the Company.

The Proposed Resolution is to be passed as an Ordinary Resolution.

None of the Directors is concerned or interested in the Proposed Resolution except Sh. Kailash Mohan Mehta.

#### **Item No. 10**

Sh. Sushil Singla was appointed as an additional director of the Company by the Board on 28<sup>th</sup> April, 2008. His tenure of office expires at the ensuing Annual General Meeting pursuant to Section 260 of the Companies Act, 1956. The Board feels that his continuous directorship in the company will be in the interest of the company. A notice from a member has been received by the company along with the deposit of Rs.500/- proposing his name for the Directorship of the Company.

The Proposed Resolution is to be passed as an Ordinary Resolution.

None of the Directors is concerned or interested in the Proposed Resolution except Sh. Sushil Singla.

#### **Item No. 11**

Sh. Vijay Pal Bhati was appointed as an additional director of the Company by the Board on 28<sup>th</sup> April, 2008. His tenure of office expires at the ensuing Annual General Meeting pursuant to Section 260 of the Companies Act, 1956. The Board feels that his continuous directorship in the company will be in the interest of the company. A notice from a member has been received by the company along with the deposit of Rs.500/- proposing his name for the Directorship of the Company.

The Proposed Resolution is to be passed as an Ordinary Resolution.

None of the Directors is concerned or interested in the Proposed Resolution except Sh. Vijay Pal Bhati.

#### **Item No. 12**

Sh. Raju Gupta is a qualified and intelligent person having wide business experience. Sh. Raju Gupta was appointed as CMD for a period of 1 (One) year w. e. f. 1<sup>st</sup> June, 2007 without remuneration. Now, it is proposed to redesignate him as Managing Director of the Company and to reappoint him for a period of 2 (Two) years w. e. f. 1<sup>st</sup> June, 2008 at a remuneration of Rs.45900/- p. m. as set out below: -

#### **SALARY**

Basic	-	17485/- p.m.
House Rent Allowance	-	8743/- p.m.
Conveyance Allowance	-	3497/- p.m.
Medical Allowance	-	3497/- p.m.
Tiffin Allowance	-	1400/- p.m.
Education Allowance	-	1749/- p.m.
CCA	-	2100/- p.m.
WA	-	2600/- p.m.
Furnishing Allowance	-	1749/- p.m.
Punctuality Allowance	-	700/- p.m.
Employer's PF	-	2380/- p.m.
<b>CTC</b>	-	<b>45900/- p. m.</b>

All the Statutory benefits applicable to the company from time to time shall be applicable as per the applicable provisions for the time being in force.

None of the Directors of the Company is interested either directly or indirectly, in the said proposal, except Sh. Raju Gupta.

Your Board therefore recommends your approval for the passing of the aforesaid resolution in the interest of the efficient management of the company.

The explanatory statement read with the proposed resolution may be treated as an abstract of terms of the appointment and memorandum of interest u/s 302 (7) of the Companies Act, 1956.

### Item No.13

Sh. Dinesh Khatri is a qualified & knowledgeable person having wide business experience in food business and have acumen & knowledge of finance too. Therefore, in the best interest of the company, it is proposed to appoint Sh. Dinesh Khatri as Whole-time Director for a period of 2 (Two) years w. e. f. 1<sup>st</sup> June, 2008 and to redesignate him as WTD & CFO of the Company at a remuneration of Rs.30299/- p. m. as set out below: -

#### SALARY

Basic	-	11672/- p.m.
House Rent Allowance	-	5836/- p.m.
Conveyance Allowance	-	2334/- p.m.
Medical Allowance	-	2334/- p.m.
Tiffin Allowance	-	900/- p.m.
Education Allowance	-	1167- p.m.
CCA	-	1200/- p.m.
UMA	-	1400/- p.m.
Furnishing Allowance	-	1167/-p. m
Punctuality Allowance	-	700/- p.m.
Employer's PF	-	1589/- p.m.
<b>CTC</b>	-	<b>30299/- p. m.</b>

All the Statutory benefits applicable to the company from time to time shall be applicable as per the applicable provisions for the time being in force.

None of the Directors of the Company is interested either directly or indirectly, in the said proposal, except Sh. Dinesh Khatri.

Your Board therefore recommends your approval for the passing of the aforesaid resolution in the interest of the efficient management of the company.

The explanatory statement read with the proposed resolution may be treated as an abstract of terms of the appointment and memorandum of interest u/s 302 (7) of the Companies Act, 1956.

### Item No.14

The Company wants to expand its trading volume by getting itself listed with Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) as they have nation wide trading terminals. More over the Company is listed presently with Delhi Stock Exchange Ltd., Jaipur Stock Exchange Ltd. (JSE) and Ahmedabad Stock Exchange Ltd. (ASE) and there is no trading going- on in these stock exchanges.

Your Board therefore recommends your approval for the passing of the aforesaid resolution in the best interest of the company and its members.

None of the Directors of the Company is interested in the proposed resolution.

**Item No.15**

Presently, the Equity Capital of the company is listed on the Delhi Stock Exchange Ltd., Jaipur Stock Exchange Ltd. (JSE) and Ahmedabad Stock Exchange Ltd. (ASE).

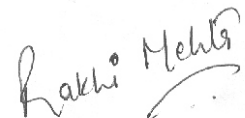
As per the Securities and Exchange Board of India (De-listing of Securities) Guidelines, 2003, the Company can de-list its securities from the stock exchanges by following the procedure prescribed in the guidelines. Further, the company is going for listing on NSE & BSE having nation wide terminals.

Therefore, the Board recommends your approval for passing of the aforesaid resolution.

None of the Directors of the Company is interested in the proposed resolution.

By Order of the Board  
For **SRS Exhibitors and Hoteliers Ltd.**

Place:Faridabad  
Date: 16<sup>th</sup> June, 2008



(Rakhi Mehta)  
Company Secretary

## INFORMATION UNDER CLAUSE 49 OF THE LISTING AGREEMENT REGARDING APPOINTMENT/REAPPOINTMENT OF DIRECTORS

Brief Resume of all the directors, nature of their expertise in specific functional areas and names of the Companies in which they hold directorship, membership/chairmanships of Board Committees are provided below:-

### SH. RAJU GUPTA

Sh. Raju Gupta is a young and energetic Managing Director of the company. Graduate & aged 39 years, Sh. Gupta has vast experience in the field of finance and hospitality business. He is Member of Audit Committee & chairman of the Investors Grievance & Share Transfer Committee and also holds the position of Chief Executive Officer (CEO) of your company. He holds the position of Director on the Board of following company: -

- SRS Entertainment Ltd.

### SH. KARAMVIR SINGH

Sh. Karamvir Singh, aged 43 years has been a Director of the Company since 2003. He is a chairman of Audit Committee of your company. He holds the position of Director on the Board of following companies: -

- Nathji Enterprises Ltd.
- Swami Enterprises Ltd.
- Swami Foods Ltd.
- SRS Real Estate Ltd.
- Sucon India Ltd.
- Modern Ashiana Builders Pvt. Ltd.
- Uday Developers Pvt. Ltd.
- Mountain Valley Construction Pvt. Ltd.
- Sundawn Builders Pvt. Ltd.
- Perfect Real Tech Pvt. Ltd.
- SRS Realtech Private Ltd.
- SRS Infrabuild Private Ltd.
- Hightech Construction Pvt. Ltd.
- Haryana Infracon Pvt. Ltd.
- Upfront Trading Co. Pvt. Ltd.
- Goldfeild Sales Agencies Pvt. Ltd.
- Topline Traders Pvt. Ltd.
- Upright Enterprises Pvt. Ltd.
- SRS Educational Institutions Pvt. Ltd.

### SH. BIMLESH SOMANI

Sh. Bimlesh Somani, aged 51 years is a Director of the Company. He has vast experience in the field of finance and general management and hospitality Sector. He is Member of Investors Grievance & Share Transfer Committee of the Company.

### SH. DINESH KHATRI

Sh. Dinesh Khatri, aged 39 years is a Director of the Company. He has vast experience in the field of finance and general management. He is Member of Audit Committee and Investors Grievance & Share Transfer Committee of the Company and also holds the position of Chief Financial Officer (CFO) .He holds position of Director on the Board of following companies:-

- SRS Seven Dayz Restaurants Ltd.
- Manu Consultants Ltd.

- North Delhi Credit and Investment Ltd.
- Three - D Food & Beverages Pvt. Ltd.

### **SH. NARESH KUMAR GOEL**

Sh. Naresh Kumar Goel is a young and dynamic Director of the Company, aged 43 years. He has vast experience in the field of finance and general management. He holds position of Director on the Board of following companies:-

- SRS Entertainment Ltd.
- SRS Portfolio Ltd. (WTD)
- SRS Admark Ltd.
- SRS Real Estate Ltd
- SRS Infrabuild Pvt. Ltd.
- SRS Developers Pvt. Ltd.
- SRS Heights Pvt. Ltd.
- SRS Aviations Pvt. Ltd.

### **SH. DEVENDRA SINGH**

Sh. Devendra Singh is the Legal Director of the Company. He has done Bachelor of Science & L.L.B.

He is a member of Bar Council, Faridabad and has earned an experience of more than 25 years being a Practising Advocate. He is sincere, dedicated and a man of principles. He has a good command over civil matters and take care of the Legal matters of the company. He holds the position of Director on the Board of following companies: -

- SRS Real Infrastructure Ltd.
- SRS Retreat Services Ltd.
- SRS Entertainment Limited
- Fortune Portfolio Pvt. Ltd.
- Lakshya Hotels & Resorts Pvt. Ltd.
- SPS Buildcon Ltd.

He is also the member of Remuneration Committee of SRS Entertainment Ltd.

### **SH. KAILASH MOHAN MEHTA**

Sh. Mehta, aged 66 years is a technical Director of the Company. He has done B.E (Mechanical) from University of Saugar in the year 1963 and Post Graduation in Industrial Management (PGDIM) from Delhi University in the year 1969. He has earned an experience of more than 40 years having specialization in Industrial Marketing of sophisticated technological products required in automobile industry, Public Sector Manufacturing Units, Indian Ordinance Factories etc. He has worked with M/s. Sandvik Asia Ltd., a Mutinational Company and because of his sincere efforts and dedication, has reached the level of Regional Manager(Marketing), Central Zone. He holds the position of Director on the Board of following companies: -

- S.B.S. Finance Ltd.
- SRS Entertainment Ltd.
- SRS Real Infrastructure Ltd.

He is also the member of Audit Committee & Remuneration Committee of SRS Entertainment Ltd.

### **SH. VIJAY PAL BHATI**

Sh. Vijay Pal Bhati, aged 47 years has vast experience in the field of Real Estate. He holds position of Director on the Board of following companies:-

- Swami Enterprise Ltd.
- Swami Foods Ltd.
- Dreams Success Leasing Ltd.
- Satmaya Trading Co. Pvt. Ltd.
- Perfect Realtech Pvt. Ltd.
- Bright Infrabuild Pvt. Ltd.
- Akriti Realtech Pvt. Ltd.
- Nakshatra Realtech Pvt. Ltd.
- Bholeyji Buildcon Pvt. Ltd.
- Naaz Builders Pvt. Ltd.
- Aakash Infracon Pvt. Ltd.
- Ahead Enterprises Pvt. Ltd.
- Exclusive Agencies Pvt. Ltd.
- Goldies Trading Company Pvt. Ltd.

### SH. SUSHIL SINGLA

Sh. Sushil Singla aged 41 years is a young and dynamic Director of the Company. He has vast experience in the field of finance and administration. He holds position of Director on the Board of following companies:-

- Prayas Tracon Ltd.
- S.B.S. Finance Ltd.
- SRS Retail Ltd.

### SH. RAJESH MANGLA

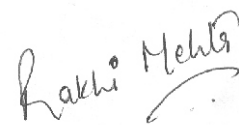
Sh. Rajesh Mangla is a young and dynamic director of the company. Graduate & aged 41 years, Sh. Mangla has an experience of 10 years in the field of real estate and construction. He holds the position of Director on the Board of following companies :-

- SRS Real Infrastructure Ltd.
- SRS Entertainment Ltd.
- SRS News Limited
- SRS Facilities Pvt. Ltd.
- SRS Power Projects Pvt. Ltd.
- Rajat Fincap Pvt. Ltd.

By Order of the Board  
For **SRS Exhibitors and Hoteliers Ltd.**

Place:Faridabad

Date: 16<sup>th</sup> June, 2008



(Rakhi Mehta)  
Company Secretary

# DIRECTORS' REPORT

## INTRODUCTION

Your Directors feel pleasure in presenting the Fourteenth Annual Report of your Company along with the Audited Accounts of the company for the period ended 31<sup>st</sup> March, 2008

## FINANCIAL RESULTS

During the year under review, your Company registered a Net Profit after tax of **Rs. 25,30,623.32**.

The Summary of the operating results is as under :-

(Amount in Rs.)

Particulars	31.3.2008	31.3.2007
Gross Sales and Other Income	<b>7,85,92,584.38</b>	67,70,000
Profit/(Loss) before Interest, Depreciation and Tax	<b>42,50,375.13</b>	(12,21,795)
Interest and Financial Expenses	<b>2,11,693.49</b>	-
Profit/(Loss) before Depreciation & Tax	<b>40,38,681.64</b>	(12,21,795)
Depreciation	<b>1,48,120.14</b>	-
Profit/(Loss) before Tax	<b>38,90,561.50</b>	(12,21,795)
Provision for Tax		
- Current	<b>11,73,028.13</b>	-
- Fringe Benefit Tax	<b>22,290.24</b>	-
- Deferred Tax	<b>1,64,619.80</b>	-
Profit after Tax	<b>25,30,623.32</b>	(12,21,795)
Prior period items - Listing Fees	-	(1,43,400)
Profit / (Loss) brought forward from previous year	<b>(22,08,349.00)</b>	(8,43,154)
Amount transferred to General Reserves	<b>3,22,274.32</b>	(22,08,349)
Earning Per Share (Rs.)		
- Basic	<b>0.80</b>	-
- Diluted	<b>0.80</b>	-

## OVERVIEW

For the year under review, the Gross Turnover of your company stood at Rs.78592584.38 as against the previous years Gross Turnover of Rs.6770000/- exhibiting the great performance. Profits after Tax for the year under review came to Rs.25,30,623.32 as against the Loss of Rs. 1221795/- in the previous year.

## DIVIDEND

As the Company is going for expansion and profits are very minimal, your Directors don't recommend any dividend for the year under review.

## BOARD OF DIRECTORS

Sh. Bimlesh Somani was appointed as an additional Director on 15<sup>th</sup> June, 2007. His tenure of office expires at the forthcoming Annual General Meeting and he is eligible for re-appointment. Notice under Section 257 of the Companies Act, 1956 has been received from a member intending to propose his appointment as Director of the Company at the Annual General Meeting.

Sh. Dinesh Khatri was appointed as an additional Director on 13<sup>th</sup> July, 2007. His tenure of office expires at the forthcoming Annual General Meeting and he is eligible for re-appointment. Notice under Section 257 of the Companies Act, 1956 has been received from a member intending to propose his appointment as Director of the Company at the Annual General Meeting.

Sh. Naresh Kumar Goel was appointed as an additional Director on 17<sup>th</sup> November, 2007. His tenure of office expires at the forthcoming Annual General Meeting and he is eligible for re-appointment. Notice under Section 257 of the Companies Act, 1956 has been received from a member intending to propose his appointment as Director of the Company at the Annual General Meeting.

Sh. Rajesh Mangla has resigned from the Directorship of the Company on 17<sup>th</sup> November, 2007 and was reappointed as an additional Director on 1<sup>st</sup> December, 2007. His tenure of office expires at the forthcoming Annual General Meeting and he is eligible for reappointment. Notice under Section 257 of the Companies Act, 1956 has been received from a member intending to propose his appointment as Director of the Company at the Annual General Meeting.

Sh. Devendra Singh was appointed as an additional Director on 28<sup>th</sup> April, 2008. His tenure of office expires at the forthcoming Annual General Meeting and he is eligible for re-appointment. Notice under Section 257 of the Companies Act, 1956 has been received from a member intending to propose his appointment as Director of the Company at the Annual General Meeting.

Sh. Kailash Mohan Mehta was appointed as an additional Director on 28<sup>th</sup> April, 2008. His tenure of office expires at the forthcoming Annual General Meeting and he is eligible for re-appointment. Notice under Section 257 of the Companies Act, 1956 has been received from a member intending to propose his appointment as Director of the Company at the Annual General Meeting.

Sh. Sushil Singla was appointed as an additional Director on 28<sup>th</sup> April, 2008. His tenure of office expires at the forthcoming Annual General Meeting and he is eligible for re-appointment. Notice under Section 257 of the Companies Act, 1956 has been received from a member intending to propose his appointment as Director of the Company at the Annual General Meeting.

Sh. Vijay Pal Bhati was appointed as an additional Director on 28<sup>th</sup> April, 2008. His tenure of office expires at the forthcoming Annual General Meeting and he is eligible for re-appointment. Notice under Section 257 of the Companies Act, 1956 has been received from a member intending to propose his appointment as Director of the Company at the Annual General Meeting.

In accordance with the Articles of Association of the Company and in view of the provisions of Section 255 of the Companies Act, 1956, Sh. Karamvir Singh retire by rotation at the forthcoming Annual General Meeting of the Company and being eligible offer himself for reappointment.

## **FIXED DEPOSITS**

Your company has not accepted any deposits from the Public and as such, no amount of principal or interest was outstanding as on the date of the Balance Sheet for the year ended 31<sup>st</sup> March, 2008.

## **AUDITORS**

M/s Neeraj & Naresh, Chartered Accountants, Auditors of the company retire at the ensuing Annual General Meeting and are eligible for re-appointment.

## **AUDITORS' REPORT**

The observations of the Auditors and notes on the statement of accounts are self-explanatory.

## **CORPORATE GOVERNANCE REPORT**

A Report on Corporate Governance is set out separately, which forms part of this report.



## MANAGEMENT'S DISCUSSION & ANALYSIS REPORT

The Report on Management's Discussion & Analysis forming part of this report is annexed herewith.

## PERSONNEL

There are no employees during the period drawing remuneration specified under Section 217 (2A) of the Companies Act, 1956. As such, no particulars are required to be furnished.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars in respect of energy conservation and technology absorption are not applicable to the Company.

Foreign Exchange earning & outgo : NIL

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA), the Directors of the Company confirm the following: -

1. that in the preparation of the annual accounts, the applicable accounting standards have been followed along with the proper explanation relating to material departures;
2. that Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company;
3. that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. that the Directors had prepared the annual accounts on a going concern basis.

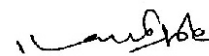
## ACKNOWLEDGEMENT

The Directors of the Company wish to express their gratitude to the Company's Bankers, Stock Exchanges, SEBI, RTA, and other Financial Institutions and place on record their sincere appreciation for the efforts and cooperation extended by all those associated with the Company.

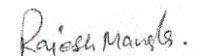
For and on Behalf of the Board  
For **SRS Exhibitors and Hoteliers Ltd.**

Place: Faridabad

Date: 16<sup>th</sup> June, 2008



(Raju Gupta)  
MD



(Rajesh Mangla)  
Director

## **CORPORATE GOVERNANCE REPORT**

(Pursuant to Clause 49 of the Listing Agreement)

### **I. COMPANY'S PHILOSOPHY**

The Company believes that good Corporate Governance is essential to achieve long term Corporate Goals and to enhance Stakeholders' value.

The board considers itself as a Trustee of its shareholders and is aimed at attaining the highest level of transparency, accountability and acknowledges its responsibilities to the shareholders for creation and safeguarding shareholders wealth. During the year under review, the Board continued its pursuit of achieving these objectives through the adoption and monitoring of corporate strategies, prudent business plans, monitoring of major risks of the Company's business and ensuring that the Company pursues policies and procedures to satisfy its legal and ethical responsibilities.

### **2. BOARD OF DIRECTORS**

#### **Functioning & Procedure**

The Company's Board plays a pivotal role in ensuring good governance. Its style of functioning is democratic. The members of the Board have always had complete freedom to express their opinion and decisions are taken on the basis of consensus arrived at after detailed discussions. The members are free to bring up any matter for discussion at the Board Meetings with the permission of the Chairman. The Board's role, functions, responsibility and accountability are clearly defined.

The items placed at the meetings of the Board include the following:

- Managing Director's monthly report on operations of all businesses including progress of ongoing projects;
- Opportunities for expansion, modernization, new projects;
- Financial plans & budgets and updates/reviews thereof;
- Strategic business plans and updates/reviews thereof;
- Corporate performance against strategic and business plans, including benchmarking Company's operational and other parameters vis-à-vis competition;
- The unaudited quarterly/half yearly financial results and the audited annual accounts of the Company including segment wise revenue, results and capital employed, for consideration and approval;
- Status of borrowings and any material default in financial obligations to and by the Company, including substantial non-receipt of monies due to the Company;
- Financial statements such as cash flow, inventories, sundry debtors, and/or other liabilities or claims of substantial nature;
- Review compliance of all laws applicable to the company including the requirements of listing agreement with the Stock Exchanges;
- Industrial relation; human resource planning and development, any material effluent or pollution problems, if any;
- Bank operations;
- Authorities for taxation, representation & legal matters etc.;
- Communications to the Stock Exchange, the shareholders and the Press regarding Company's performance and future plans.

The agendas and the relevant notes are sent in advance separately to each director to enable the board to take informed decisions. The minutes of the meetings of the Board are circulated individually to all Directors and confirmed at the subsequent Board Meeting. The Minutes of the various Committees of the Board are also circulated to the Board of Directors and thereafter tabled for noting at the subsequent Board Meeting.

#### **Number of Board Meetings held and the dates on which held**

During the year 2007-08, twenty five (25) Board Meetings were held on 10<sup>th</sup> April, 2007; 9<sup>th</sup> May, 2007, 25<sup>th</sup> May, 2007, 1<sup>st</sup> June, 2007; 15<sup>th</sup> June, 2007, 29<sup>th</sup> June, 2007, 11<sup>th</sup> July, 2007; 13<sup>th</sup> July, 2007; 20<sup>th</sup> July, 2007; 10<sup>th</sup> August, 2007; 19<sup>th</sup> September, 2007; 28<sup>th</sup> September, 2007; 1<sup>st</sup> October, 2007; 15<sup>th</sup> October, 2007; 20<sup>th</sup> October, 2007; 26<sup>th</sup> October, 2007; 6<sup>th</sup> November, 2007; 15<sup>th</sup> November, 2007; 17<sup>th</sup> November, 2007; 1<sup>st</sup> December, 2007; 21<sup>st</sup> January, 2008; 6<sup>th</sup> February, 2008; 16<sup>th</sup> February, 2008, 25<sup>th</sup> February, 2008 and 7<sup>th</sup> March, 2008.

### Composition, Attendance of the Directors at the Board Meetings and the Last Annual General Meeting, Outside Directorships and Chairmanships/ Memberships of Committees of each Director in various Companies.

Currently, the Company has an Executive Chairman who is also the Managing Director. All Directors, including Non-executive, are professionally competent. None of the Director is related to any other director. Presently, the Board consists of Ten Directors.

The Composition of the Board of Directors, their attendance at Board Meetings, Annual General Meeting and directorship/chairmanship in other companies are given below:-

Name of the Director	Category	Attendance of meetings during 2007-2008		No. of other Directorships and Committee Chairmanships / Memberships		
		Board Meeting	Last AGM	Other Directorships**	Committee Memberships of other Companies***	Committee Chairmanships of other Companies***
Sh. Raju Gupta (Chairman & Managing Director)	Executive	25	Yes	1	-	-
Sh. Manohar Lal*	Non Executive & Independent	7	Yes	N.A	N.A	N.A
Sh. Dharam Raj**	Non Executive & Independent	7	Yes	N.A	N.A	N.A
Sh. Karamvir Singh	Non Executive & Independent	25	Yes	5	-	-
Sh. Rajesh Mangla	Non Executive	24	Yes	3	-	-
Sh. Bimlesh Somani #	Non Executive	21	N.A	-	-	-
Sh. Dinesh Khatri ##	Non Executive	18	N.A	3	-	-
Sh. Naresh Goel ###	Non Executive & Independent	7	N.A	4	-	-

Notes:-

\* Ceased to be Director w. e. f 13.07.2007

\*\* The Directorships held by Directors as mentioned above, do not include Alternate Directorships and Directorships of Foreign Companies, Section 25 Companies and Pvt. Ltd. Companies.

\*\*\* Includes only Audit Committee and Shareholders / Investors Grievance Committee

# appointed as an additional Director w. e. f 15.06.2007.

## Appointed as an additional Director w. e. f 13.07.2007.

### Appointed as an additional Director w. e. f 17.11.2007.

No Director holds membership of more than (10) ten Board-level Committees nor is a Chairman of more than (5) five committees of the Boards.

### 3. COMMITTEES OF DIRECTORS

#### A. Audit Committee

As required under Section 292A of the Companies Act, 1956, read with provisions of Clause 49 of the Listing Agreement with Stock Exchanges, the Board has constituted an Audit Committee. Sh. Karamvir Singh is the Chairman of the Committee, Sh. Dinesh Khatri and Sh. Raju Gupta are the other members of the Committee.

The Audit Committee, inter alia, advises the management on the areas where systems, processes, measures for controlling and monitoring revenue assurance internal audit can be improved. The minutes of the meetings of the Audit Committee are placed before the Board.

The terms of reference and the powers of the Audit Committee are in conformity with the provisions of Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956. The terms of reference are briefly described below:-

- i. Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial Information is correct, sufficient and credible.
- ii. Recommending the appointment, reappointment and replacement/removal of the statutory auditor and fixation of audit fee.
- iii. Approving payment for any other services by statutory auditors.
- iv. Reviewing with management the monthly, quarterly & annual financial statements before submission to the board focusing primarily on;
  - a) Matters required to be included in the Directors responsibility statement (which is included in the report of the Board of Directors).
  - b) Statement of significant related party transactions;
  - c) Any change in the accounting polices and practices.
  - d) Qualifications in draft audit report.
  - e) Significant adjustments arising out of audit.
  - f) Compliance with listing and other legal requirements.
  - g) Internal audit reports relating to internal control weaknesses;
  - h) The appointment, removal and remuneration of Chief Internal Auditor.
  - i) The financial statements, in particular, the investments made by subsidiary companies.
  - j) Management letters / letters of internal control weakness issued by the Statutory Auditors

The Audit Committee has the Following powers:-

- i) to investigate any activity within its terms of reference.
- ii) to seek any information from any employee.
- iii) to obtain outside legal and professional services.
- iv) to secure attendance of outsiders with Relevant expertise, if it considers necessary

During the year under review, five (5) meetings of the Audit Committee were held on 9<sup>th</sup> May, 2007, 11<sup>th</sup> July, 2007, 15<sup>th</sup> October, 2007, 15<sup>th</sup> November, 2007 and 21<sup>st</sup> January, 2008.

The attendance of the members of the Audit Committee is given below: -

Name of Member	Designation	No. of meetings attended
Sh. Karamvir Singh	Chairman	5
Sh. Manohar Lal*	Member	2
Sh. Dharam Raj**	Member	2
Sh. Raju Gupta***	Member	3
Sh. Rajesh Mangla#	Member	2
Sh. Dinesh Khatri ##	Member	1

\* Ceased to be a member w. e. f. 13<sup>th</sup> July, 2007

\*\* Ceased to be a member w. e. f. 13<sup>th</sup> July, 2007

\*\*\* Appointed as a member w. e. f. 13<sup>th</sup> July, 2007

# Appointed as a member w. e. f. 13<sup>th</sup> July, 2007 and resigned on 17.11.2007.

## Appointed as a member w. e. f. 17<sup>th</sup> November, 2007

In addition to the members of the Audit Committee, these meetings were attended by the heads of accounts, finance and other respective functional heads & Statutory Auditors of the Company and those executives of the Company who were considered necessary for providing inputs to the Committee as invitees.

## B. Investors' Grievance & Share Transfer Committee

During the year under review, Investors' Grievance & Share Transfer Committee had been reconstituted on 13th July, 2007 comprising of Sh. Raju Gupta (Chairman), Sh. Bimlesh Somani and Sh. Dinesh Khatri.

The Committee had been constituted to approve transfers/transmission of shares, issuance of duplicate shares; dematerialization and to look into redressal of shareholders' complaints like non-transfer of shares, non-receipt of balance sheets, non-receipt of declared dividends etc.

During the year, ten (10) meetings of the Committee were held on 10<sup>th</sup> September, 2007; 20<sup>th</sup> September, 2007; 29<sup>th</sup> September, 2007; 10<sup>th</sup> October, 2007; 20<sup>th</sup> October, 2007; 31<sup>st</sup> October, 2007; 12<sup>th</sup> November, 2007; 30<sup>th</sup> November, 2007; 10<sup>th</sup> December, 2007 and 11<sup>th</sup> February, 2008. All the meetings were attended by all the members.

During the year 2007-08, no complaint was received from shareholders/investors and no complaint was pending at the beginning or end of the year.

## 4. GENERAL BODY MEETINGS

The last 3 Annual General meetings of the Company were held as under:-

- 13<sup>th</sup> Annual General Meeting was held on Saturday, 9<sup>th</sup> June, 2007 at 2:30 P. M. at C-4/1, 100 Ft. Road, North Chhajjupur, Shahdara, Delhi-110094.
- 12<sup>th</sup> Annual General Meeting was held on Saturday, 30<sup>th</sup> September, 2006 at 9:30 A.M. at Badle Bhawan, Chhuria Mohalla, Tuglakabad, New Delhi-110044.
- 11<sup>th</sup> Annual General Meeting was held on Friday, 30<sup>th</sup> September, 2005 at 9:30 A. M. at 46, Billey Awana Bhawan, Vill. Mithapur, Badarpur, New Delhi-110044.

All resolutions moved at the Last Annual General Meeting were passed by show of hands by the requisite majority of members attending the meeting.

There were no special resolutions passed by the Company necessitating postal ballot at any of the above meetings. The following are the Special Resolutions passed at the previous Annual General Meetings held in past 3 years.

AGM held on	Whether Special Resolution Passed	Summary of Special Resolution
<b>13th Annual General Meeting</b> held on 09.06.2007	Yes	Special resolution u/s 372A for Investments/ Inter Corporate Loan and u/s 293(l) (d) for borrowing powers
<b>12th Annual General Meeting</b> held on 30.09.2006	No	
<b>11th Annual General Meeting</b> held on 30.09.2005	No	

The following Extraordinary General Meetings were held during the last three years.

Year	Venue	Date	Time
2006-07	C-4/1, 100 Ft. Road, North Chhajjupur, Shahdara, Delhi - 110094	08.03.2007	2.00 P.M.
2006-07	C-4/1, 100 Ft. Road, North Chhajjupur, Shahdara, Delhi - 110094	25.01.2007	10.30 A.M.

## 5. SECRETARIAL AUDIT

A qualified Practising Company Secretary carries out secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the total number in physical form and the total number of dematerialized shares held with NSDL and CDSL.

This audit, as process, acts both as a preventive check as well as verification of compliance with various applicable corporate and securities laws.

## 6. CODE OF CONDUCT

The Board of Directors of the Company has laid down a Code of Conduct applicable to all Board Members and Senior Management Personnel and they have affirmed their Compliances with the said code during the year under review. As required, the declaration by the Chairman & Managing Director under Clause 49 affirming compliance with the code of conduct by all members of the Board and Senior Management Personnel for the year ended 31st March, 2008 is attached to this Corporate Governance Report.

## 7. MEANS OF COMMUNICATION

The quarterly/half yearly and annual financial results of the company are generally published in “The Pioneer” in English and “Haribhoomi” or “Veer Arjun” in Hindi for the information of all the Shareholders.

All material information about the Company is promptly sent to the stock exchanges and regular notices/updates are given/provided to the media and shareholders about its financial as well as other developments.

## 8. GENERAL SHAREHOLDER INFORMATION

- |                                  |   |
|----------------------------------|---|
| a) 14th Annual General Meeting   |   |
| - Day & Date                     | Monday, 14 <sup>th</sup> July, 2008   |
| - Time                           | 9.30 A. M.  |
| - Venue                          | “The Crystal”<br>K-4, Pragai Maidan,<br>New Delhi- 110001   |
| b) Financial Year                | 1 <sup>st</sup> April to 31 <sup>st</sup> March   |
| c) Book Closure                  | 10 <sup>th</sup> July, 2008 to 14 <sup>th</sup> July, 2008<br>(Both days inclusive)   |
| d) Listing at Stock Exchanges    | Delhi Stock Exchange Ltd.<br>DSE House, 3/1 Asaf Ali Road,<br>New Delhi - 110002<br>Ph. No.-011-23292417-418<br>Fax No.-011-23292181<br><br>Jaipur Stock Exchange Limited<br>Stock Exchange Building,<br>JLN Marg, Malviya Nagar,<br>Jaipur - 302017<br>Ph. No.-0141-2729094<br>Fax No.-0141-2729082<br><br>Ahmedabad Stock Exchange Limited<br>Kamdhenu Complex,<br>Opp. Sahajanand College,<br>Panjara Pole, Ambawadi,<br>Ahmedabad - 380015<br>Ph. No.-079-26307971-74<br>Fax No.-079-26308877<br>Website <a href="http://www.aseindia.org">www.aseindia.org</a> |
| e) Registrar and Transfer Agents | BEETAL FINANCIAL & COMPUTER<br>SERVICES (P) LTD.<br>BEETAL HOUSE, 3rd Floor,<br>99, Madangir, Behind Local Shopping Centre,<br>New Delhi - 110062   |

To expedite the share transfer, Shareholders/Investors' Grievance Committee is constituted to authorize all the transfers; transmission etc. and all shares transfer/transmission/transposition are handled by our RTA's.

f) **Key financial reporting details for the financial year (F.Y) 2007-08**

Unaudited results for the first quarter ended 30th June, 2007	: 2nd week of July, 2007
Unaudited results for the Second quarter/Half year ended 30th September, 2007	: 3rd week of October, 2007
Unaudited results for the Third quarter ended 31st December, 2007	: 4th week of January, 2008
Unaudited results for the financial year ended 31st March, 2008	: Last week of April, 2008

g) **Dematerialization of Shares**

The Company has admitted its shares to the depository system of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization of shares. The International Securities Identification Number (ISIN) allotted to the Company is INE002J01019.

As on 31st March, 2008, Out of 3148900 equity shares, 1517700 equity shares equivalent to 48.20 % of total equity are held in dematerialized form with NSDL and CDSL

h) **Distribution of shareholding**

Shareholding of Nominal Value	No. of Shareholders	%	No. of Shares	Amount (in Rs.)	%
Up to 5000	7	4.19	1600	16,000.00	0.0508
5001 to 10000`	2	1.20	1800	18,000.00	0.0572
10001 to 20000	3	1.80	4700	47,000.00	0.1493
20001 to 30000	3	1.80	8200	82,000.00	0.2604
30001 to 40000	4	2.40	14600	1,46,000.00	0.4637
40001 to 50000	18	10.78	86900	8,69,000.00	2.7597
50001 to 100000	59	35.33	468800	46,88,000.00	14.8877
100001 and above	71	42.51	2562300	2,56,23,000.00	81.3713
<b>TOTAL</b>	<b>167</b>	<b>100.00</b>	<b>3148900</b>	<b>3,14,89,000.00</b>	<b>100.00</b>

i) **Material Disclosures**

● **Related Party Transactions**

In compliance with the Accounting standard- 18, transactions pertaining to related parties are given under note No. 13 of Schedule 'S' to the Balance sheet as at 31<sup>st</sup> March, 2008 and the Profit & Loss Account for the year ended on that date

● **Legal Compliances**

There has been no significant non- compliances by the Company.

● **Risk Assessment and Minimization Procedures**

The Company's Board is conscious of the need to review the risk assessment and minimizations procedures on regular intervals

● **Conflict of interest**

Based on the Disclosures received by the Board from the Company's Senior Management Personnel, none of the Senior Management Personnel had any material financial or commercial transactions where in they had personal interest that could have a conflict with the interest of the Company at large.

● **CEO And CFO Certification**

A certificate, in accordance with the requirements of Clause 49(V) of the Listing Agreement, duly signed by the Managing Director/CEO and chief financial officer in respect of the year under review is annexed here with.

## ● Compliances

The Company follows the mandatory Accounting Standards prescribed by the Institute of Chartered Accountants of India and, to the best of its knowledge; there are no deviations in the accounting treatments which require specific disclosure. The Company has complied with all the mandatory requirements of Clause 49 of Listing Agreement as applicable. The non-mandatory requirements are not being complied with for the time being.

J) All requests and other communications/correspondence should be sent at the Company's Corporate Office at: -

Ms. Rakhi Mehta  
Company Secretary  
SRS Exhibitors And Hoteliers Ltd.  
E-18, Nehru Ground, N. I. T. Faridabad 121001  
Ph. 0129-2422802-03, Fax 0129-2422355  
Email: rakhimehta@srsparivar.com

The non-mandatory requirements are not being complied with for the time being.

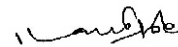
## 9. COMPLIANCE CERTIFICATE FROM THE AUDITORS

The Company has obtained a certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing agreement. The certificate is annexed.

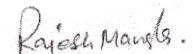
For and on Behalf of the Board  
For **SRS Exhibitors and Hoteliers Ltd.**

Place:Faridabad

Date: 16<sup>th</sup> June, 2008



(Raju Gupta)  
MD



(Rajesh Mangla)  
Director

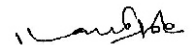
## Declaration regarding compliance with the code of conduct of the Company by Board members and senior management personnel

This is to confirm that the company has adopted Code of Conduct for the Board of Directors and senior personnel of the company.

I declare that the Board of Directors and senior management personnel have affirmed compliance with the Code of Conduct of the Company.

Place:Faridabad

Date: 16<sup>th</sup> June, 2008



(Raju Gupta)  
MD



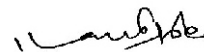
### CERTIFICATION BY MD/CEO & CFO OF THE COMPANY

We, Raju Gupta, MD/CEO and Dinesh Khatri CFO, of SRS Exhibitors and Hoteliers Ltd., to the best of our Knowledge and belief, certify that :

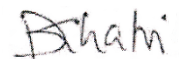
- I. We, have reviewed the Financial statements and cash flow Statements for the year and to the best of the our knowledge and belief.
  - (i) these statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
  
2. To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct.
  
3. We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and Audit Committee, wherever applicable :
  - a) Deficiencies in the design or operation of internal controls, if any, which come to our notice and steps have been taken/proposed to br taken to rectify these deficiencies;
  - b) Significant changes in internal control over financial reporting during the year;
  - c) Significant changes in accounting policy during the year and that the same have been disclosed in the notes to the financial statements.
  - d) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal Control system over financial reporting.

Place:Faridabad

Date: 16<sup>th</sup> June, 2008



(Raju Gupta)  
MD



(Dinesh Khatri)  
CFO

### **Auditors Certificate Regarding Compliance of Condition of Corporate Governance**

To the Member of  
SRS Exhibitors and Hoteliers Ltd.

We have examined the Compliance of Corporate Governance by SRS Exhibitors and Hoteliers Ltd. (The Company) for the year ended 31st March, 2008 as stipulated in clause 49 of the Listing Agreement of the Said with the stock exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance note on Corporate Governance (as stipulated in clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor expression of opinion on the financial statements of the Company.

In our opinion and to best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Neeraj & Naresh**  
Chartered Accountants



Naresh Goyal  
Partner  
Membership No. 501487

# MANAGEMENT'S DISCUSSION & ANALYSIS REPORT

## INDUSTRY OVERVIEW

India is the world's 2<sup>nd</sup> largest economy next to China and has the potential of being the biggest with the food and agriculture sector. During the year 2007-08, the Indian economy has clocked a good growth rate and the year was also marked by the strong appreciation of the Indian Rupee. Consumer confidence and rising income levels has helped in accelerating the demand for new food chains, restaurants etc. The hospitality industry in India has witnessed active interest and has transformed the country as one of the fastest growing markets. The food service business is the third largest industry in the country.

There had been some areas of concerns as well like low rate of agricultural growth, continuing price spiral for primary commodities and inflation. However, despite the complexities, the Indian economy is projecting to grow at a good pace with the Government's thrust on inclusive growth and that too in the right direction.

With the increase in young & educated population, there is growing awareness that healthy eating is important and they are looking for options that are yummy, nutritionally balanced and are served in an impressive ambience.

Apart from the increasing competition, one of the biggest challenges for the Industry will be to appoint and retain quality people. Your Company recognizes this challenge and has already taken steps to recruit & motivate talented people.

## COMPANY DEVELOPMENTS

Your Company has made the beginning with SRS Restro Banque at Faridabad; offering the banqueting services; fine dine restaurants; providing space for holding seminars, corporate meetings & such other activities and has made its presence among the customers of NCR (Delhi). Keeping its scale rising, your company has launched another Resto Bar "SRS Dazzle" at Faridabad on 8<sup>th</sup> September, 2007.

Your Company has also signed properties at Ludhiana & Gorakhpur and planning to expand its operations in Tier II and Tier III cities.

As real estate sector is growing at a fast pace and building material constitute 65 to 75% of the total cost of construction; your company also deals in trading of building & construction material to complement the growth of the company.

## SEGMENTWISE PERFORMANCE

Revenue of the company is generated from two segments - Trading and Restaurant Activities.

The trading division of the company has been performing well with turnover of Rs.6, 81, 54, 184/- and a sizeable profit of Rs.21, 15,670/- recorded in the financial year 2007-08.

SRS Restro Bar has reported turnover of Rs. 1, 25, 60,312/- with the profit of Rs.4, 10,491/-

## OUTLOOK

The outlook for the current financial year is positive. The demand for food outlets, restaurant & bar is expected to grow with a significant growth in tourism sector as well the increasing per capita income.

## SWOT ANALYSIS

### Strengths

- Quality Products & Services
- Strong Commitment towards Customers
- Healthy & Hygienic Food at Moderate Prices
- Capable and Committed Human Resources
- Advanced Technology & Systems

**Weakness** Our main weakness is that we are new in this sector and have less experience as compared to other established players.

### Opportunities

- Potential for expansion in the smaller towns and other geographies like Tier II & III cities.
- Favorable India demographics, in the form of a growing youth population with good disposable income.
- Change in life-style and spending patterns of the public.

**Threat** Major threat is competition. This is because more and more people are relying on restaurants to provide them with their daily food because of lack of time and hectic schedules. Healthy Competition is good for every business and particularly the restaurant business; it keeps the business fresh and on its toes.

## GROWTH STRATEGY

Your company has a clear growth strategy with focus on potential standalone profitability. Before signing up a new property, a dedicated team of your company draws a detailed market mapping in terms of need-gap analysis of the market, competition landscape, spending pattern of patrons etc. Expected long term returns are evaluated to decide about investment required for capital expenditure of the property.

## HUMAN RESOURCES

The key to the success of any company is its people. At SRS Exhibitors & Hoteliers Ltd. we value our human resource base even more than most of our other assets. If one were to coin a mantra for our objectives in human resource management it would be “Recruit, Train and Retain.”

Due to the traditional stigma of lack of professionalism, it has been difficult to attract top class talent. A critical factor that differentiates us from our peers in the industry is our continuous stress on professionalism.

## INTERNAL CONTROLS

Internal controls are reviewed on an ongoing basis by the Management and evaluated by the Internal Auditors. Findings and corrective actions are reviewed regularly by the management and by the Audit Committee. The reviews by Internal Auditors cover both trading and hospitality sector at all locations. The scope of their work includes internal review of controls on accounting in addition to reviews relating to efficiency and economy in operations.

## RISK/CHALLENGES

Every successful business is the result of managing the risk. Your Company has a pro-active management who identifies the risk in advance, assess their impact, and implement and mitigate plans.

The main area of concern is the rising cost of materials such as cement, steel etc. as result of which there is a decline in margin earned by the company. Rising cost is a result of domestic and global recession in the market. To meet this challenge company has plans to cut its overhead costs.

### CAUTIONARY STATEMENT

Certain statements in the 'Management's Discussion and Analysis' Report describing the Company's view about the industry, expectations/predictions, objectives etc. may be forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied in this report. Important factors that could make a difference include change in supply & demand conditions affecting selling prices of steel, cement and other products, change in Government Regulations, tax regimes, economic developments within the country and factors such as litigation, industrial relations and such other factors.

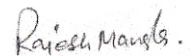
On Behalf of the Board  
For **SRS Exhibitors and Hoteliers Ltd.**

Place:Faridabad

Date: 16<sup>th</sup> June, 2008



(Raju Gupta)  
MD



(Rajesh Mangla)  
Director

## AUDITORS' REPORT

To  
The Members  
**SRS EXHIBITORS & HOTELIERS LTD.**

1. We have audited the attached Balance Sheet of SRS Exhibitors & Hoteliers Ltd. ('the Company') as on 31.03.2008 and also the Profit and Loss Account and Cash Flow Statement annexed thereto of the company for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
  2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
  3. As required by the Companies (Auditor's Report) Order, 2003 [as amended by the Companies (Auditor's Report) (Amendment) Order, 2004] [hereinafter referred to as 'Order'] issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 & 5 of the said Order.
1. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
- a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far, as appears from our examination of those books;
  - c) The Balance sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
  - e) On the basis of the written representations received from the Directors as on 31 March 2008 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31<sup>st</sup> March 2008 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
  - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
    - i. In the case of the Balance Sheet, of the state of affairs of the Company as on 31<sup>st</sup> March 2008;
    - ii. in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
    - iii. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Place: Faridabad  
Date: 16<sup>th</sup> June, 2008

**For Neeraj & Naresh**  
Chartered Accountants



**(CA NARESH GOYAL)**  
**(Partner)**  
Membership No. 501487

## ANNEXURE TO THE AUDITORS' REPORT

**THE ANNEXURE REFERRED TO IN PARAGRAPH 3 OF THE AUDITORS' REPORT TO THE MEMBERS OF SRS EXHIBITORS & HOTELIERS LTD FOR THE YEAR ENDED ON 31.03.2008**

- I. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, major fixed assets have been physically verified by the management during the year. In our opinion, the frequency of physical verification is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification as compared to book records.
- ii. (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. As far as we could ascertain and according to the information and explanations given to us, no material discrepancies were noticed between the physical stock and the book records.
- iii. (a) As per the information & explanations given to us, the company has taken unsecured loan from three companies covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 1,24,80,000 and the year end balance of such parties was Rs. 16,00,752.
- (b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions of the aforesaid unsecured loan taken by the company are not, prima facie, prejudicial to the interest of the company.
- (c) The company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest.
- iv. In our opinion and according to the information and explanation given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system of the Company.
- V. (a) According to information and explanations given to us, we are of the opinion that the particulars of all contracts or arrangements that need to be entered into the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- vi. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public and consequently, the directives issued by the Reserve Bank of India, the provisions of Section 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under are not applicable to the Company.
- vii. In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business and activities.

- viii. According to information and explanation given to us, the Central Government has not prescribed the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 in respect of business carried out by the company. Therefore, provisions of Clause 4(viii) of the Order are not applicable to the Company.
- ix. (a) The Company has been generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Wealth Tax, Custom Duty and Cess and any other material statutory dues applicable to it.
- (b) According to information and explanation given to us, no undisputed amounts payable in respect to Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess were in arrear as on 31<sup>st</sup> March, 2008 for a period more than six months from the date they become payable.
- (C) There is a disputed demand of Rs. 23, 77,572/- raised by the Income Tax Department out of which Rs 11,77,572/- have not been deposited while the company has paid Rs. 12,00,000/- under protest. The company is contesting the same at Income Tax Appellate Tribunal, New Delhi.
- There are no other dues of Sales Tax, Custom Duty, Wealth Tax, Service Tax, Excise Duty and Cess, which have not been deposited on account of any dispute.
- x. The company has no accumulated losses as at 31<sup>st</sup> March, 2008 and has not incurred cash losses during the financial year covered by our audit. During the immediately preceding financial year the Company has incurred loss of Rs 13,65,195/-.
- xi. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to its Bankers. The Company did not have any outstanding debentures or any outstanding loans from any financial institution during the year.
- xii. In our opinion and according to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly, clause 4(xii) of the Order is not applicable to the Company.
- xiii. The Company is not a chit fund or a nidhi/ mutual benefit fund/ society. Therefore, the provisions of Clause 4(xiii) of the Order are not applicable to the Company.
- xiv. According to the information and explanations given to us, the Company has maintained proper records of transactions for dealing in or trading in shares, securities and other investments and shares and other securities have been held by the company in its own name.
- xv. As per the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- Xvi. To the best of our information and knowledge and as per records verified by us, the Company has applied its term loans for the purpose for which the loans were obtained.
- xvii. According to the information and explanations given to us, no funds raised on short-term basis have been used for long-term investment. Similarly, no funds raised on long-term basis have been used for short-term investment.
- xviii. According to the information and explanations given to us, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956.
- xix. According to the information and explanations given to us, the Company has not issued any debentures. Therefore, the provisions of Clause 4 (xix) of the Order are not applicable to the Company.
- xx. The Company has not raised any money by means of public issue during the year. Accordingly, the provisions of clause 4(xx) of the Order are not applicable to the Company.



xxi. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

Place: Faridabad  
Date: 16<sup>th</sup> June, 2008

For Neeraj & Naresh  
Chartered Accountants



**(CA NARESH GOYAL)**  
**(Partner)**  
Membership No. 501487

**BALANCE SHEET**  
**AS AT 31ST MARCH, 2008**

(Amount in Rs.)

PARTICULARS	SCH.	AS AT 31.03.2008	AS AT 31.03.2007
<b>SOURCES OF FUNDS</b>			
<b>SHAREHOLDERS' FUNDS</b>			
SHARE CAPITAL	A	31,489,000.00	31,489,000.00
RESERVES & SURPLUS	B	3,22,274.32	-
<b>LOAN FUNDS</b>			
SECURED LOANS	C	8,869,529.00	-
UNSECURED LOANS	D	1,600,752.00	-
DEFERRED TAX LIABILITY (NET)		164,619.80	-
		<b>42,446,175.12</b>	<b>31,489,000.00</b>
<b>APPLICATION OF FUNDS</b>			
<b>FIXED ASSETS</b>			
GROSS BLOCK	E	8,282,100.62	-
LESS:- DEPRECIATION		148,120.14	-
NET BLOCK		<b>8,133,980.48</b>	-
CAPITAL WORK IN PROGRESS		13,266,838.61	-
<b>INVESTMENTS</b>			
INVESTMENT IN LAND		3,199,400.00	23,200,000.00
<b>CURRENT ASSETS, LOANS &amp; ADVANCES</b>			
INVENTORIES	F	5,972,729.00	-
SUNDRY DEBTORS	G	12,761,354.64	6,100,000.00
CASH AND BANK BALANCES	H	(1,047,558.52)	273,323.00
LOANS AND ADVANCES	I	7,661,144.95	530,649.00
		<b>25,347,670.07</b>	<b>6,903,972.00</b>
<b>LESS: CURRENT LIABILITIES &amp; PROVISIONS</b>			
CURRENT LIABILITIES	J	6,198,170.66	1,126,239.00
PROVISIONS	K	1,303,543.38	-
		<b>7,501,714.04</b>	<b>1,126,239.00</b>
<b>NET CURRENT ASSETS</b>		17,845,956.03	5,777,733.00
<b>MISC. EXPENDITURE</b>			
(TO THE EXTENT NOT YET WRITTEN OFF OR ADJUSTED)	L	-	302,918.00
PROFIT AND LOSS ACCOUNT	B	-	2,208,349.00
		<b>42,446,175.12</b>	<b>31,489,000.00</b>
<b>SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS</b>	S	-	-

AS PER OUR REPORT OF EVEN DATE ATTACHED

AS PER OUR REPORT OF EVEN DATE ATTACHED

For **NEERAJ AND NARESH**  
CHARTERED ACCOUNTANTS



**NARESH GOYAL**  
**PARTNER**  
M. No. : 501487

PLACE : FARIDABAD  
DATE : 16.06.2008

FOR AND ON BEHALF OF THE BOARD

*(Signature)* Rajesh Mehta.

MANAGING DIRECTOR      DIRECTOR

*(Signature)*  
Rajesh Mehta  
COMPANY SECRETARY

**PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED**  
**31ST MARCH, 2008**

(Amount in Rs.)

PARTICULARS	SCH.	YEAR ENDED 31.03.2008	YEAR ENDED 31.03.2007
<b>INCOME</b>			
GROSS TURNOVER	M	78,592,584.38	6,770,000.00
INCREASE/(DECREASE) OF INVENTORY		5,972,729.00	23,200,000.00
		<u>84,565,313.38</u>	<u>29,970,000.00</u>
<b>EXPENDITURE</b>			
OPERATIONAL EXPENSES	N	73,328,600.86	29,400,000.00
PERSONNEL EXPENSES	O	2,431,402.00	217,039.00
OFFICE AND ADMINISTRATION EXPENSES	P	40,90,436.50	1,487,062.00
FINANCIAL EXPENSES	Q	211,693.49	527.00
SELLING & DISTRIBUTION EXPENSES	R	161,580.89	12,224.00
PRELIMINARY EXPENSES W/OFF		302,918.00	74,943.00
DEPRECIATION		148,120.14	-
		<u>80,674,751.88</u>	<u>31,191,795.00</u>
<b>PROFIT BEFORE TAX</b>		<u>38,90,561.50</u>	<u>(1,221,795.00)</u>
LESS : PROVISION FOR TAXATION :			
CURRENT TAX		1,173,028.13	-
FBT		22,290.24	-
DEFERRED TAX		164,619.80	-
		<u>2,530,623.32</u>	<u>(1,221,795.00)</u>
LESS : PRIOR PERIOD ITEMS - LISTING FEES		-	(143,400.00)
ADD : PROFIT/(LOSS) BROUGHT FORWARD FROM PREVIOUS YEAR		(2,208,349.00)	(843,154.00)
<b>AMOUNT AVAILABLE FOR APPROPRIATION</b>		<u>3,22,274.32</u>	<u>(2,208,349.00)</u>
<b>EARNING PER SHARE (FACE VALUE RS. 10/- EACH)</b>			
(REFER NOTE NO. B-14 OF SCHEDULE-S)			
-BASIC		0.80	
-DILUTED		0.80	

**SIGNIFICANT ACCOUNTING POLICIES AND  
NOTES OF ACCOUNTS**

AS PER OUR AUDIT REPORT OF EVEN DATE ATTACHED

AS PER OUR REPORT OF EVEN DATE ATTACHED

For **NEERAJ AND NARESH**  
CHARTERED ACCOUNTANTS



**NARESH GOYAL**  
PARTNER

M. No. : 501487

FOR AND ON BEHALF OF THE BOARD

MANAGING DIRECTOR

DIRECTOR

COMPANY SECRETARY

PLACE : FARIDABAD  
DATE : 16.06.2008

(Amount in Rs.)

PARTICULARS	AS AT 31.03.2008	AS AT 31.03.2007
<b>SCHEDULE - A</b>		
<b>AUTHORISED CAPITAL</b>		
2,50,00,000 EQUITY SHARES OF RS. 10/- EACH (PREVIOUS YEAR 2,50,00,000 EQUITY SHARES OF RS. 10/- EACH)	250,000,000.00	250,000,000.00
	<b>250,000,000.00</b>	<b>250,000,000.00</b>
ISSUED, SUBSCRIBED & PAID UP CAPITAL		
31,48,900 EQUITY SHARES OF RS. 10/- EACH FULLY PAID UP (PREVIOUS YEAR 31,48,900 EQUITY SHARES OF RS. 10/- EACH FULLY PAID)	31,489,000.00	31,489,000.00
	<b>31,489,000.00</b>	<b>31,489,000.00</b>
<b>SCHEDULE - B</b>		
<b>RESERVES &amp; SURPLUS</b>		
PROFIT & LOSS A/C	3,22,274.32	(2,208,349.00)
	<b>3,22,274.32</b>	<b>(2,208,349.00)</b>
<b>SCHEDULE - C</b>		
<b>SECURED LOANS FROM BANK</b>		
CASH CREDIT TAKEN FROM BANK OF INDIA (SECURED ASSETS HYPOTHECATION OF STOCKS & DEBTORS OF TRADING BRANCH, FBD.)	8,869,529.00	-
	<b>8,869,529.00</b>	-
<b>SCHEDULE - D</b>		
<b>UNSECURED LAONS</b>		
INTER-CORPORATE DEPOSITS	1,600,752.00	-
	<b>1,600,752.00</b>	-
<b>SCHEDULE - F</b>		
<b>INVENTORIES</b>		
(AS VERIFIED, VALUED AND CERTIFIED BY THE MANAGEMENT)		
GOODS HELD FOR RESALE	5,972,729.00	-
	<b>5,972,729.00</b>	-
<b>SCHEDULE - G</b>		
<b>SUNDRY DEBTORS</b>		
UNSECURED CONSIDERED GOOD LESS THAN 6 MONTHS	12,761,354.64	6,100,000.00
	<b>12,761,354.64</b>	<b>6,100,000.00</b>
<b>SCHEDULE - H</b>		
<b>CASH &amp; BANK BALANCES</b>		
CASH IN HAND	2,747,306.76	133,919.00
WITH SCHEDULE BANKS IN CURRENT ACCOUNTS	(3,794,865.28)	139,404.00
	<b>(1047558.52)</b>	<b>273,323.00</b>
<b>SCHEDULE - I</b>		
<b>LOAN &amp; ADVANCES</b>		
SECURITY DEPOSIT (UNSECURED CONSIDERED GOOD)	2,949,600.00	-
INCOME TAX PAID UNDER PROTEST	1,200,000.00	-
ADVANCE TO SUPPLIERS	2,447,863.00	500,000.00
TDS/TCS AND ADVANCE TAX	349,601.86	30,649.00
ADVANCE RECOVERABLE IN CASH OR KIND OR FOR VALUE TO BE RECEIVED	714,080.09	-
	<b>7,661,144.95</b>	<b>530,649.00</b>
<b>SCHEDULE - J</b>		
<b>CURRENT LIABILITIES</b>		
SUNDRY CREDITORS	4,191,475.62	1,126,239.00
ADVANCE FROM CUSTOMERS	600,000.00	-
SECURITY DEPOSIT (INTEREST FREE)	288,809.00	-
OTHER LIABILITIES	1,117,886.04	-
	<b>6,198,170.66</b>	<b>1,126,239.00</b>

(Amount in Rs.)

PARTICULARS	<b>AS AT 31.03.2008</b>	AS AT 31.03.2007
<b>SCHEDULE - K</b>		
<b>PROVISIONS</b>		
PROVISION FOR INCOME TAX	1,173,028.13	-
PROVISION FOR FBT	22,290.24	-
PROVISION FOR GRATUITY	65,089.00	-
PROVISION FOR LEAVE ENCASHMENT	43,136.00	-
	<u>1,303,543.38</u>	<u>-</u>
<b>SCHEDULE - L</b>		
<b>MISC. EXPENDITURE (TO THE EXTENT NOT YET WRITTEN OFF)</b>		
PUBLIC ISSUE EXPENSES	302,918.00	377,861.00
LESS : WRITTEN OFF DURING THE YEAR	302,918.00	74,943.00
	<u>-</u>	<u>302,918.00</u>

PARTICULARS	(Amount in Rs.)	
	YEAR ENDED 31.03.2008	YEAR ENDED 31.03.2007
<b>SCHEDULE - M</b>		
<b>GROSS TURNOVER</b>		
SALE OF LAND	-	6,500,000.00
SALE OF TRADING GOODS	74,261,287.79	-
COMMISSION RECEIVED	421,200.00	270,000.00
SERVICE CHARGES RECEIVED	334,655.50	-
MISC. INCOME	145,896.09	-
PROFIT ON SALE OF INVESTMENTS	3,429,545.00	-
	<b><u>78,592,584.38</u></b>	<b><u>6,770,000.00</u></b>
<b>SCHEDULE - N</b>		
<b>OPERATIONAL EXPENSES</b>		
PURCHASE OF LAND	-	29,400,000.00
PURCHASE OF TRADING GOODS	70,486,067.37	-
DIRECT EXPENSES	281,283.49	-
LICENSE FEES	750,000.00	-
REVENUE SHARING	1,811,250.00	-
	<b><u>73,328,600.86</u></b>	<b><u>29,400,000.00</u></b>
<b>SCHEDULE - O</b>		
<b>PERSONNEL EXPENSES</b>		
SALARY AND WAGES	1,805,525.00	217,039.00
E.S.I. EXPENSES	39,397.00	-
E.P.F. EXPENSES	78,089.00	-
ADMINISTRATION EXPENSES	6,650.00	-
INCENTIVE	287,907.00	-
STAFF WELFARE EXPENSES	105,609.00	-
PROVISION FOR GRATUITY	65,089.00	-
LEAVE ENCASHMENT	43,136.00	-
	<b><u>2,431,402.00</u></b>	<b><u>217,039.00</u></b>
<b>SCHEDULE - P</b>		
<b>ADMINISTRATIVE EXPENSES</b>		
AGM EXPENSES	9,500.00	8,490.00
AUDIT FEES	50,000.00	10,000.00
AMC CHARGES	29,131.00	-
CONVEYANCE CHARGES	7,032.00	-
CONVEYANCE CHARGES - TWO WHEELERS	35,315.00	-
ELECTRICITY & WATER EXPENSES	621,818.00	-
LEGAL & PROFESSIONAL CHARGES	263,575.00	2,806.00
LISTING EXPENSES	94,044.00	28,800.00
MISC. EXPENSES	200,110.00	-
OFFICE MAINTENANCE CHARGES	34,181.00	-
POSTAGE & STAMPS	130.00	8,566.00
GENERATOR RUNNING EXPENSES	180,214.00	-
PRINTING & STATIONERY	121,627.00	10,600.00
RENT	1,715,000.00	-
REPAIR & MAINTENANCE	101,326.50	-
RATES & TAXES	67,300.00	1,417,800.00
SECURITY CHARGES	387,492.00	-
TELEPHONE EXPENSES	172,641.00	-
	<b><u>4,090,436.50</u></b>	<b><u>1,487,062.00</u></b>
<b>SCHEDULE - Q</b>		
<b>FINANCIAL EXPENSES</b>		
BANK CHARGES	59,379.20	527.00
BANK COMMISSION	13,664.49	-
INTEREST ON UNSECURED LOANS	98,969.80	-
PROCESSING FEES	39,680.00	-
	<b><u>211,693.49</u></b>	<b><u>527.00</u></b>
<b>SCHEDULE - R</b>		
<b>SELLING &amp; DISTRIBUTION EXPENSES</b>		
ADVERTISEMENT EXPENSES	59,851.00	12,224.00
BUSINESS PROMOTION EXPENSES	23,700.00	-
DISCOUNTS	78,029.89	-
	<b><u>161,580.89</u></b>	<b><u>12,224.00</u></b>

**SCHEDULE - E**  
**FIXED ASSETS**

NAME OF ASSETS	ORIGINAL COST				DEPRECIATION			NET BLOCK AS ON 31.03.2008	
	RATE OF DEP S.L.M.	UP TO 31.03.2007	ADDITION DURING THE YEAR	SALE/TRF. DURING THE YEAR	TOTAL	UP TO 31.03.2007	FOR PERIOD ENDING 31.03.2008		TOTAL DEP. UP TO 31.03.2008
<b>PLANT &amp; MACHINERY</b>	4.75%	-	3,324,002.70	-	3,324,002.70	-	59,384.46	59,384.46	3,264,618.24
<b>FURNITURE &amp; FIXTURES</b>	6.33%	-	4,931,669.92	-	4,931,669.92	-	87,430.14	87,430.14	4,844,239.78
<b>COMPUTERS</b>	16.21%	-	26,428.00	-	26,428.00	-	1,305.54	1,305.54	25,122.46
<b>CURRENT YEAR</b>		-	<b>8,282,100.62</b>	-	<b>8,282,100.62</b>	-	<b>148,120.14</b>	<b>148,120.14</b>	<b>8,133,980.48</b>
<b>PREVIOUS YEAR</b>		-	-	-	-	-	-	-	-

**SCHEDULE- S****A. Significant Accounting Policies and Notes to Accounts****Significant Accounting Policies****1. Accounting Conventions**

The Company follows the mercantile system of accounting and recognizes Income and Expenditure on accrual basis. The accounts are prepared on historical cost basis, as a going concern, in accordance with the relevant disclosure requirements of the provisions of the Companies Act, 1956 and are consistent with generally accepted accounting principles and Accounting Standards issued by the Institute of Chartered Accountants of India, as applicable to the company.

**2. Use of Estimates**

The presentation of financial statements is in conformity with the generally accepted accounting principles, which requires estimates and assumptions to be made that affect the reportable amount of assets and liabilities on the date of financial statements and the reportable amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognized in the year in which the results are known /materialized.

**3. Revenue Recognition**

- 3.1 Revenues from sale of trading goods are recognized when the significant risk and rewards in respect of ownership of the goods are transferred to customer.
- 3.2 Revenue of restaurant business is recognizing on the accrual basis at the time of sale at counter.
- 3.3 Expenses are accounted for on accrual basis and provisions are made for all known losses and liabilities.
- 3.4 Sale of land and other properties are recognized in the financial year in which the transfer of significant risk and rewards of ownership is made after handing over of possession by way of agreement to sell / registration of sale deed or otherwise in favour of parties.
- 3.5 Other revenues are recognized on accrual basis when there is certainty of realization of the revenue.
- 3.6 Revenue of Interest is recognized on a time proportion basis.

**4. Fixed Assets, Capital Work in Progress and Intangible Assets**

Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the cost of acquisition / purchase price inclusive of duties, taxes, incidental expenses, erection / commissioning expenses, interest etc. up to the date of assets is ready for its intended use. Credit of duty, if available, is adjusted in the acquisition cost of the respective fixed assets.

Capital Work-in-Progress, including capital advances, is carried at cost, comprising direct cost, related incidental expenses and interest on borrowings to the extent attributed to them.

Intangible assets are recognized as per the criteria specified in Accounting Standard-26 "Intangible Assets" issued by the Institute of Chartered Accountants of India and recorded at the consideration paid for acquisition.

**5. Investments**

Long term investments are carried at their historical cost less any other than temporary diminution in the value of the investments. Current investments are marked down to their net realizable value, if less than the historical cost.



**6. Inventories**

Inventories are valued at lower of cost and net realizable value.

Cost of Inventories is determined on First in First out (FIFO) basis in the ordinary course of business.

**7. Taxation**

Income tax expenses are accounted for in accordance with AS-22 "Accounting for Taxes on Income" for both Current Tax and Deferred Tax as stated below:

**Current Tax:**

Provision for Taxation is ascertained on the basis of assessable profit computed in accordance with the provision of Income Tax Act, 1961.

**Deferred Tax:**

Deferred Tax is recognized, subject to the consideration of prudence, as the tax effect of timing difference between the taxable income & accounting income computed for the current accounting year and reversal of earlier years timing difference.

Deferred Tax Assets are recognized and carried forward to the extent that there is a reasonable certainty, except arising from unabsorbed depreciation and carry forward losses, which are recognized to the extent that there is virtual certainty, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

**8. Retirement and other employee benefits**

Retirement benefits are accounted for on accrual basis in respect of Provident Fund, defined contribution scheme, with contribution charged against revenue each year.

Gratuity liability and Leave Encashment are defined benefit obligations and provided for on the basis of an actuarial valuation made at the end of each financial year.

**9. Cash Flow Statement**

Cash flows are reported using the indirect method, whereby a profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals on accruals of past or future cash receipts or payments. The cash flows from operating, financing, and investing activities of the company are segregated.

**10. Earning Per Share**

Earning per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

In determining earning per share, the company considers the net profit after tax. The number of share used in computing the earning per share is the weighted average of number of share outstanding during the accounting period. Earning per share is presented on annualized basis unless otherwise stated.

**11. Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Liabilities which are material, and whose future outcome cannot be ascertained with reasonable certainty, are treated as contingent, and disclosed by way of notes to the accounts. Contingent Assets are neither recognized nor disclosed in the financial statement.

**B. NOTES TO ACCOUNTS****1. Contingent Liabilities**

As per the assessment of the management, the company has no outstanding contingent liabilities for the year ending 31<sup>st</sup> March, 2008.

**2. Unadmitted Claims**

There has been a demand of Rs. 23,77,572/- raised by the Income Tax Department with respect to periods till A/Y 1997/98. The company is contesting the same at Income Tax Appellate Tribunal, New Delhi and the management understands that there exists a very strong case in its favour and, therefore, no provision had been made against it. In the meanwhile the company has paid Rs. 12,00,000/- under protest to the department.

3. Management considers that all the Current Assets, Loans & Advances are fully recoverable at the value at least equal to value disclosed in the books and there is no other than temporary diminution in the value of long term investments.

4. The closing balance of inventory as at the end of the previous year amounting to Rs. 2,32,00,000/- has been reclassified as Investment consequent upon the decision of the management and figure has been regrouped accordingly. The reclassification had no impact on the profits of the company during the current year.

5. The outstanding balance of miscellaneous expenditure amounting to Rs. 3,02,918/- has been w/off during the current year to make compliance with Accounting Standard 26 issued by the ICAI.

6. The management is of the considered opinion that none of the assets of the company has suffered from impairment during the period.

7. Company has capitalized borrowing costs of Rs. 5,06,432/- (Previous Year Rs. NIL) relating to the period of the construction of the project during the year.

8. Expenditure in Foreign Currency: NIL

**9. Directors Remuneration**

During the year ended on 31<sup>st</sup> March 2008, no remuneration has been paid to the directors of the company.

**10. Auditor's Remuneration**

Particulars	2007-08	2006-07
Statutory Audit Fees	35,000/-	7,500/-
Tax Audit Fees	10,000/-	2,500/-
Out of Pocket Expenses	5,000/-	

**11. Deferred Tax Assets and Liabilities**

In view of the Accounting Standard-AS-22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the deferred tax assets/liabilities as at 31<sup>st</sup> March 2008 comprise of the following major components:

Particulars	As at 31.03.2008 (Rs.)	As at 31.03.2007 (Rs.)
Fixed Assets	Rs. 1,64,619.80	Nil
Deferred Tax Liability (A)	Rs. 1,64,619.80	Nil
Deferred Tax Asset (B)	NIL	
<b>Net Deferred Tax Liabilities (A-B)</b>	Rs. 1,64,619.80	Nil

## 12. Segment Reporting

Company's business activities mainly comprise of two segments namely "Restaurants" and "Wholesale Trading".

Segment information as required by accounting Standard Segment Reporting (AS- 17) is given hereunder:-

Sr. No.	Particulars	Restaurant	Trading	Others	Total
1.	<b>Segment Revenue</b>	1,25,60,312	6,81,54,184	38,50,817	<b>8,45,65,313</b>
2.	<b>Segment Expenses</b>	1,21,55,221	6,60,38,514	22,69,323	<b>80,463,058</b>
3.	<b>Segment Profit</b>	4,10,491	21,15,670	15,81,494	<b>41,02,255</b>
	Less : Financial Expenses				<b>2,11,693</b>
	<b>Profit Before Tax</b>				<b>38,90,562</b>
	Less : Provision for Taxation				13,59,938
	<b>Profit After Tax</b>				25,30,623
4	<b>Carrying amount of segment Assets (including CWIP)</b>	1,02,62,086	1,80,20,105	2,16,65,698	4,99,47,889
5	<b>Carrying amount of segment Liabilities (including CWIP)</b>	33,61,817	91,15,847	56,57,649	1,81,35,313
	<b>Total Liabilities</b>				

## 13. Related Party Transactions

As per Accounting Standard- 18 issued by the Institute of Chartered Accountants of India, the Company's related parties and transactions are disclosed below:

- a. **List of related parties and relationships, where control exists:** NIL
- b. **Related parties and relationships with whom transactions have taken place during the year:**
- i. **Associate Company** : NIL
  - ii. **Investing Company** : NIL
  - iii. **Key Management Personnel (KMP)** : NIL
  - iv. **Enterprises owned or significantly influenced by KMP and/or their Relatives**  
 SRS Real Estate Ltd.  
 BTL Investments Ltd.  
 BTL Industries Ltd.  
 BTL Commercial Ltd.  
 S.B.S. Finance Ltd.
- c. **Transactions with related Parties :**

Sr. No.	Name of the Party	Nature of Transaction	2007-08 Amount (Rs.)	2006-07 Amount (Rs.)
1.	SRS Real Estate Ltd.	Loan taken & repaid	17,10,000	-
		Sale of Goods	1,33,37,159	-
		Commission Received	4,21,200	-
		Rent Paid	45,000	-
2.	S.B.S. Finance Ltd.	Loan taken & partly Repaid	35,40,000	-
		Purchase of Shares	22,00,000	-
		Sale of Shares	15,00,000	-
3.	BTL Investments Ltd.	Sale of Land	88,05,000	-
		Loan taken & partly repaid	1,88,40,000	-
		Purchase of Shares	44,00,000	-
		Sale of Shares	80,00,000	-
4.	BTL Commercial Ltd.	Purchase of Shares	22,50,000	-
5.	BTL Industries Ltd.	Purchase of Shares	6,50,000	-
		Sale of Goods	3,52,763	-

14. "Earning per Share" computed in accordance with Accounting Standard - AS-20 issued by the Institute of Chartered Accountants of India.

(Amount in Rs.)

Particulars	2007-08	2006-07
<b>a) Numerator</b> Net profit after taxation as per profit and loss A/c	25,30,623	-
<b>b) Denominator :</b> Weighted average no. of equity shares outstanding for:		
-Basic	31,48,900	31,48,900
-Diluted	31,48,900	31,48,900
<b>c) Earning per share (EPS) (Face value of Rs. 10 each) :</b>		
-Basic	0.80	-
-Diluted	0.80	-

15. Additional information pursuant to the provisions of para 3, 4C and 4D of part II of Schedule VI to the Companies Act, 1956, as certified by the management (to the extent applicable):

- a. Details of Goods Purchased for Resale:

Class of Goods	Units	Opening Stock Qty. (Amount)	Purchases Qty. (Amount)	Sale Qty. (Amount)	Closing Stock Qty. (Amount)
Channel	MTS	-	0.048 (1,498)	-	0.048 (1,498)
Rathi TMT MS Bar 10 MM	TON.	-	21.90 (8,15,218)	1.63 (50,211)	20.27 (7,54,542)
Rathi TMT MS Bar 8 MM	TON.	-	215.78 (78,16,054)	197.59 (74,88,368)	18.19 (6,58,884)
TISCON TMT 12 MM	TON.	-	215.80 (77,99,479)	137.54 (50,24,499)	78.26 (28,28,486)
TISCON TMT 25 MM	TON.	-	300.10 (1,04,13,988)	269.35 (96,31,515)	30.75 (10,67,078)

1. Quantitative information is not possible for restaurant items due to dealing in numerous items and different units of measurement.
2. Figures in brackets represent amount in rupees.
16. The previous period's/year's have been regrouped/reclassified, wherever necessary to conform to the current period's/year's presentation

17. Abstract of business profile

**I. Registration Details**

Registration No. 55-057184  
Balance Sheet Date 31.03.2008

**II. Capital Raised during the year (Amount in thousand)**

Public Issue	Nil	Right Issue	Nil
Bonus Issue	Nil	Private Placement	Nil

**III. Position of Mobilisation and Deployment of Funds**

Total Liabilities	42446	Total Assets	42446
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**Sources of Funds**

Paid Up capital (Incl. Share Application Money)	31489	Reserve & Surplus	322
Secured Loans	8869	Unsecured Loans	1601
Deferred Tax Liability	165		

**Application of Funds**

Net Fixed Assets (Incl. CWIP)	21401	Investments	3199
Net Current Assets	17846	Misc. Expenditure	Nil
Deferred Tax Asset	NIL		

**IV. Performance of the Company**

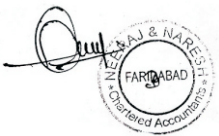
Turn Over	84565	Total Expenditure	80675
Profit/Loss before Tax	3890	Profit/Loss After Tax	2531
Earning per Share in Rs.	0.80	Dividend Rate %	NIL

**V. Generic Names of Three Principal Products/Services of Company  
(as per monetary term)**

Item Code No. N.A.  
(ITC Code)


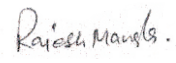
AS PER OUR REPORT OF EVEN DATE ATTACHED

For **NEERAJ AND NARESH**  
CHARTERED ACCOUNTANTS



**NARESH GOYAL**  
PARTNER  
M. No. : 501487

FOR AND ON BEHALF OF THE BOARD

   
MANAGING DIRECTOR DIRECTOR

  
COMPANY SECRETARY

PLACE : FARIDABAD  
DATE : 16.06.2008

**CASH FLOW STATEMENT  
AS ON 31ST MARCH, 2008**

		(Amount in Rs.)	
S. No. PARTICULARS	SCH.	YEAR ENDED 31.03.2008	YEAR ENDED 31.03.2007
<b>A</b>			
<b>CASH FLOW FROM OPERATING ACTIVITY</b>			
(I)	(I)	<b>25,30,623</b>	(1,365,195)
(II)			
<b>ADJUSTMENT FOR NON CASH EXPENDITURE</b>			
		148,120	-
		11,95,318	-
		164,620	-
		302,918	74,943
		211,693	527
		(3,429,545)	-
	(II)	<u>(14,06,875)</u>	<u>75,470</u>
(III)			
<b>ADJUSTMENT FOR CHANGE IN WORKING CAPITAL</b>			
		(12,324,418)	(5,803,049)
		(5,972,729)	(23,200,000)
		6,375,475	1,045,363
		<b>(11,921,672)</b>	<b>(27,957,686)</b>
		(1,467,433)	-
	(III)	<u>(13,389,105)</u>	<u>(27,957,686)</u>
	(A=(I)+(II)+(III))	<u>(12,265,356)</u>	<u>(29,247,411)</u>
<b>B</b>			
<b>CASH FLOW FROM INVESTMENT ACTIVITY</b>			
		(21,548,939)	-
		(8,574,855)	-
		20,000,600	-
		-	29,191,000
	B	<u>(10,123,194)</u>	<u>29,191,000</u>
<b>C</b>			
<b>CASH FLOW FROM FINANCING ACTIVITY</b>			
		32,895,000	-
		(20,476,881)	-
		8,869,529	-
		(211,693)	(527)
	C	<u>21,075,955</u>	<u>(527)</u>
	A+B+C	<u>(13,12,596)</u>	<u>(56,938)</u>
	D	273,323	330,261
	E	(10,47,559)	273,323
	<b>E-D</b>	<b>(13,20,882)</b>	<b>(56,938)</b>

AS PER OUR REPORT OF EVEN DATE ATTACHED

For **NEERAJ AND NARESH**  
CHARTERED ACCOUNTANTS



**NARESH GOYAL**  
**PARTNER**

M. No. : 501487

FOR AND ON BEHALF OF THE BOARD

*(Signature)* *Rajesh Mehta.*

MANAGING DIRECTOR

DIRECTOR

*(Signature)*  
**Rajesh Mehta**

COMPANY SECRETARY

PLACE : FARIDABAD  
DATE : 16.06.2008

**SRS EXHIBITORS AND HOTELIERS LIMITED**

Regd. Office : 202, 27 New Delhi House, Barakhamba Road, Connaught Place, New Delhi - 110001

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint Shareholders may obtain additional Attendance Slip at the venue of the meeting.

DP Id*	
Client Id*	

Folio No.	
No. Of Shares	

Name and Address of the Shareholder

I hereby record my presence at the 14<sup>th</sup> Annual General Meeting of the Company held on Monday, 14<sup>th</sup> July, 2008 at 9:30 a.m. at "The Crystal" K-4, Pragati Maidan, New Delhi - 110001

\* Applicable for investors holding shares in dematerialized form.

\_\_\_\_\_  
Signature of Shareholder/Proxy**SRS EXHIBITORS AND HOTELIERS LIMITED**

Regd. Office : 202, 27 New Delhi House, Barakhamba Road, Connaught Place, New Delhi - 110001

**PROXY**

I/We ..... being  
a Member/Members of **SRS Exhibitors and Hoteliers Limited** hereby appoint  
..... (Or failing him ..... of .....  
.....) As  
my/our Proxy to attend and vote for me/our behalf at the 14th Annual General Meeting of the  
Company to be held on Monday 14th July, 2008 at 9:30 a.m. at "The Crystal" K-4,  
Pragati Maidan, New Delhi - 110001 and at any adjournment thereof.

Signed this ..... day of ..... 2008

Signature \_\_\_\_\_

Reference Folio No./DP/ID &amp; Client ID\*

No. Of Shares \_\_\_\_\_

\*Applicable for investors holding shares in dematerialized form.

Affix here One Rupee Revenue Stamp
---

Note : This Form in order to be effective should be complete and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.